0-73601

17

9.34773

92 14 6290

Q 92 2255

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

BEST COPY AVAILABLE

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended March 31, 1992, or

RECD S.E.C. MAY 11 4 1992 132

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from _____ to _____

Commission File Number 0-12216

PROCESSED B 17-16=I MAY 15 1992

OLD KENT FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Microfilmed by Q-Data Corp. - St. Petersburg

Michigan	38-1986008
(State of Incorporation)	(I.R.S. Employer Identification Number)
One Vandenberg Center Grand Rapids, Michigan	49503
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (616) 771-5000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 30, 1992
Common stock, $1 par value	26,056,829 shares

INDEX

OLD KENT FINANCIAL CORPORATION

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

Consolidated Balance Sheets as of March 31, 1992 and December 31, 1991

Consolidated Statements of Income for the three months ended March 31, 1992 and 1991

Consolidated Statements of Cash Flows for the three months ended March 31, 1992 and 1991

Notes to consolidated financial statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

Item 6. Exhibits and Reports on Form 8-K

SIGNATURES

OLD KENT FINANCIAL CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets (Unaudited)

(dollars in thousands)	March 31, 1992	December 31, 1991
ASSETS:		
Cash and due from banks	$437,763	$424,807
Federal funds sold and resale agreements	150,000	196,130
Total cash and cash equivalents	587,763	620,937
Interest-earning deposits	35,759	121,195
Trading account securities	56,485	61,297
Investment securities:		
U.S. Treasury and federal agencies	1,629,294	1,366,879
States and political subdivisions	197,541	206,335
Mortgage-backed securities	1,209,807	1,103,071
Other securities	14,665	15,893
Total investment securities (market values of $3,112,001 and $2,826,388, respectively)	3,051,307	2,692,178
Loans	5,025,027	5,111,369
Allowance for loan losses	(96,033)	(87,025)
Net loans	4,928,994	5,024,344
Premises and equipment	113,362	112,363
Other assets	191,990	193,825
Total assets	$8,965,660	$8,826,139
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Liabilities:		
Deposits:		
Non-interest bearing	$903,844	$977,855
Interest-bearing	6,167,154	6,270,667
Foreign deposits -- interest-bearing	314,935	65,457
Total deposits	7,385,933	7,313,979
Short-term borrowed funds	800,179	695,405
Other liabilities	78,752	69,411
Long-term debt	49,606	74,734
Total liabilities	8,314,470	8,153,529
Shareholders' equity:		
Common stock, $1 par value: 50,000,000 shares authorized; 26,129,649 and 26,770,311 shares issued and outstanding	26,130	26,770
Capital surplus	102,326	139,393
Retained earnings	522,734	506,447
Total shareholders' equity	651,190	672,610
Total Liabilities and Shareholders' Equity	$8,965,660	$8,826,139

OLD KENT FINANCIAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Income (Unaudited)

(in thousands, except per share data)	For the Three Months Ended March 31, 1992	1991
Interest Income:		
Interest and fees on loans	$114,251	$139,019
Interest on investment securities:		
Taxable	54,623	41,075
Tax exempt	3,271	3,511
Interest on deposits	1,226	3,284
Interest on federal funds sold and resale agreements	1,303	1,335
Interest on trading account securities	623	257
Total interest income	175,297	188,481
Interest Expense:		
Interest on domestic deposits	76,820	96,394
Interest on foreign deposits	1,670	2,239
Interest on short-term borrowed funds	6,034	7,863
Interest on long-term debt	1,030	1,545
Total interest expense	85,554	108,041
Net Interest Income	89,743	80,440
Provision for Loan Losses	15,208	7,907
Net interest income after provision for loan losses	74,535	72,533
Other Income:		
Trust income	8,629	8,999
Service charges on deposit accounts	6,329	5,983
Investment securities transactions	4,006	350
Other	14,178	10,696
Total other income	33,142	26,028
Other Expenses:		
Salaries and employee benefits	32,729	32,226
Occupancy expense	5,117	5,153
Equipment expense	4,144	4,410
FDIC deposit insurance	4,091	3,281
Other expenses	25,109	21,653
Total other expenses	71,190	66,723
Income Before Income Taxes	36,487	31,838
Income taxes	11,907	9,423
Net Income	$24,580	$22,415
Net Income Per Common Share:		
Primary	$.92	$.84
Fully diluted	$.89	$.81
Dividends Per Common Share	$.31	$.29
Number of Common Shares Used to Calculate (Thousands):		
Primary income per share	26,702	26,734
Fully diluted income per share	28,078	28,580

OLD KENT FINANCIAL CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)

Three months ended March 31 *(in thousands)*	1992	1991
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 24,580	$ 22,415
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	15,208	7,907
Depreciation, amortization and accretion	4,635	3,274
Net gains on sales of assets	(8,569)	(32)
Net decrease in trading account securities	5,215	4,217
Net (increase) decrease in other assets	(285)	3,103
Net increase in other liabilities	9,525	11,817
Net cash provided by operating activities	50,309	52,701
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities of investment securities	120,315	72,973
Proceeds from sales of investment securities	300,850	275,248
Purchases of investment securities	(776,990)	(585,502)
Net decrease in interest-earning deposits	85,736	73,160
Net decrease in loans	85,006	57,083
Purchases of leasehold improvements, premises and equipment (net)	(4,130)	(3,470)
Net cash used for investing activities	(189,213)	(110,508)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase (decrease) in time deposits	29,024	(97,064)
Increase (decrease) in demand and savings deposits	42,929	(15,033)
Increase in short-term borrowed funds	104,774	89,819
Payments of long-term debt obligations	(5,890)	(136)
Repurchases of common stock	(58,548)	-
Proceeds of common stock issuances	1,738	61
Dividends paid to shareholders	(8,297)	(7,720)
Net cash provided by financing activities	105,730	(30,073)
Net decrease in cash and cash equivalents	(33,174)	(87,880)
Cash and cash equivalents at beginning of year	620,937	487,716
Cash and cash equivalents at end of period	$ 587,763	$ 399,836
Supplemental disclosures of cash flow information:		
Interest paid on deposits, short-term borrowings, and long-term debt	$ 91,166	$ 112,856
Federal income taxes paid	6,500	5,350

OLD KENT FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
March 31, 1992

NOTE A: BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended March 31, 1992 are not necessarily indicative of the results that may be expected for the year ended December 31, 1992. For further information, refer to the consolidated financial statements and footnotes thereto included in the Corporation's annual report on Form 10-K for the year ended December 31, 1991.

NOTE B: LOANS AND NON-PERFORMING ASSETS

The following summarizes loans and non-performing assets at the dates indicated (in thousands of dollars):

	March 31, 1992	December 31, 1991
Loans:		
Commercial	$1,197,403	$1,227,273
Real estate -- commercial	1,188,724	1,217,065
Real estate -- construction	172,970	181,163
Residential mortgages	1,175,997	1,145,077
Consumer home equity loans	365,453	365,597
Consumer -- other loans	849,538	966,355
Credit card loans	62,864	69,933
Lease financing	42,078	40,946
	$5,025,027	$5,111,369
Non-performing assets:		
Nonaccrual loans	$91,745	$92,647
Restructured loans	4,289	4,226
Other real estate owned	13,453	13,359
	$110,087	$110,232

NOTE C: INVESTMENT SECURITIES

The following summarizes amortized costs and estimated market values of investment securities at the dates indicated (in thousands of dollars):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
March 31, 1992:				
U.S. Treasury and federal agencies	$1,629,294	$32,622	$5,558	$1,656,358
State and political subdivisions	197,541	5,961	424	203,078
Mortgage-backed securities	1,209,807	32,459	4,964	1,237,302
Other securities	14,665	598	0	15,263
Total investment securities	$3,051,307	$71,640	$10,946	$3,112,001
December 31, 1991:				
U.S. Treasury and federal agencies	$1,366,879	$61,053	$12	$1,427,920
State and political subdivisions	206,335	8,299	147	214,487
Mortgage-backed securities	1,103,071	64,726	106	1,167,691
Other securities	15,893	400	3	16,290
Total investment securities	$2,692,178	$134,478	$268	$2,826,388

NOTE D: CAPITAL STOCK AND CONVERTIBLE DEBENTURES

During the three months ended March 31, 1992, the Corporation repurchased 1,490,276 shares of its common stock at an aggregate cost of $58,548,000. The shares were repurchased under a program announced on January 20, 1992 which permits the repurchase of common stock at an aggregate cost not to exceed $75 million. The purpose of this stock repurchase program is to meet expected needs for shares of Old Kent Common Stock. These needs include the issuance of shares in connection with the exercise of conversion rights by holders of Old Kent Financial Corporation 8% Convertible Subordinated Debentures, due 2010 ("Debentures") and the issuance of shares relative to employee stock plans.

During the quarter ended March 31, 1992, Old Kent issued 761,957 shares of its common stock to holders of Debentures who exercised conversion rights. This reduced the outstanding balance of these instruments from $45,897,000 at December 31, 1991 to $26,630,000 at March 31, 1992. During April 1992, the Corporation announced that it would redeem all Debentures remaining outstanding on May 31, 1992. The redemption price would be $1,032, together with interest to the redemption date, for each $1,000 of principal amount of Debentures. Holders are entitled to exercise their right to convert their instruments on or before May 22, 1992 at a conversion ratio of 39.4737 shares of common stock for each $1,000 of principal amount of Debentures (which is equivalent to $25.3333 per share). If all holders of Debentures outstanding at March 31, 1992 were to exercise conversion rights, Old Kent would issue approximately 1,051,185 shares of its common stock in exchange for those instruments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION AT MARCH 31, 1992 AND DECEMBER 31, 1991

At March 31, 1992, Old Kent Financial Corporation's total assets were $8,965.7 million compared to $8,826.1 million at December 31, 1991. Total interest-earning assets increased by $136.4 million, or 1.7% since December 31, 1991.

Since December 31, 1991, total loans decreased by $86.3 million, or 1.7%. The decrease in loans reflects a continued trend of diminished commercial loan demand which began in early 1991 and is attributable to the effects of a weakened economy. Loan totals were also affected by sales of residential mortgages. The low interest rate environment spurred refinancing demand. Consequently, Old Kent originated residential mortgage loans totalling $332 million during the quarter ended March 31, 1992 and sold $282 million of such loans into the secondary market during that same period.

Interest-earning deposits, trading account securities, and federal funds sold and resale agreements, on a combined basis, decreased by $136.4 million, or 36.0%, since the end of 1991. Investment securities increased by $359.1 million, or 13.3%. This increase in investment securities accounts for the Corporation's growth in earning assets.

Total interest-paying liabilities increased by $225.6 million, or 3.2% since December 31, 1991. Increases of $104.8 million, or 15.1%, in short-term borrowed funds and of $146.0 million, or 2.3%, in total interest-bearing deposits were the primary sources of increased funding.

Between December 31, 1991 and March 31, 1992, total long-term debt decreased by $25.1 million, or 33.6%. The reduction is due in part to Old Kent's election to retire approximately $5.8 million of capital notes which bore interest at an average cost of 10.17%. The decrease is largely attributable to the exercise of conversion rights by holders of the Corporation's 8% Convertible Subordinated Debentures Due 2010 ("Debentures"). During the first quarter of 1992, approximately $19.3 million of Debentures were exchanged for 761,957 shares of common stock. At March 31, 1992, there were $26.6 million of Debentures outstanding. On April 20, 1992, the Corporation announced that it would redeem all of its outstanding Debentures on May 31, 1992. Holders are entitled to convert their Debentures into Old Kent Common Stock on or before May 22, 1992, after which date the right to convert will terminate. Old Kent's management expects that most holders will exercise their right to convert and that very few, if any, will receive the cash redemption price.

Total shareholders' equity decreased by $21.4 million, or 3.2% since December 31, 1991. The decrease is entirely due to a stock repurchase program initiated during the first quarter of 1992 and is discussed below.

CAPITAL RESOURCES, LIQUIDITY AND INTEREST RATE SENSITIVITY MANAGEMENT

Total shareholders' equity at March 31, 1992 was $651.2 million compared to the December 31, 1991 total of $672.6 million. This decrease of $21.4 million, or 3.2%, was entirely due to repurchases of the Corporation's common stock. On January 20, 1992, Old Kent announced that it may repurchase shares of its common stock at an aggregate cost not greater than $75 million. The purpose of this stock repurchase program is to meet anticipated future needs for shares of Old Kent Common Stock. These needs include, among others, the issuances of shares in connection with the exercise of conversion rights by Debenture holders. The repurchase program would thereby avoid the dilution of shareholders' equity and earnings per share which would be caused by such new issuances of common stock. During the quarter ended March 31, 1992, Old Kent repurchased 1,490,276 shares of its stock for an aggregate price of $58.5 million.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS -- Continued

Old Kent continues to maintain a strong capital position; at March 31, 1992, Old Kent's equity to asset ratio was 7.26%. The Federal Reserve Board has adopted risk-based capital guidelines which, when fully phased in as of December 31, 1992 will require ratios of 4% for core capital (Tier 1) to risk-adjusted assets and 8.0% for core and supplemental capital (total risk-based capital) to risk-adjusted assets. At March 31, 1992, Old Kent's risk-based capital ratios were well above these regulatory minimum guidelines.

Regulatory capital at March 31, 1992 (under December 31, 1992 guidelines):

(in millions)	Leverage Ratio	Tier 1 Risk-Based Capital	Total Risk-Based Capital
Actual capital	$600.0	$600.0	$674.8
Required capital	267.4	218.7	437.4
Capital in excess of requirements	$332.6	$381.3	$237.4
Actual ratio	6.73%	10.98%	12.34%
Regulatory Minimum Ratio	3.00%	4.00%	8.00%

Old Kent manages its liquidity to ensure that funds are available to satisfy the cash flow requirements of depositors and borrowers, and to ensure that the Corporation's own cash flow requirements are met. Old Kent maintains liquidity by availing itself of funds accessible from a variety of sources. The most readily available source of liquidity is that which is already resident on the Corporation's balance sheet. Old Kent's short-term assets, such as federal funds sold and resale agreements, when combined with interest-earning deposits, totalled $185.8 million at March 31, 1992. By nature, these types of assets represent highly accessible sources of liquidity. Old Kent's investment securities portfolio totalled $3,051.3 million at March 31, 1992. Though intended to be held on a long-term basis, it included unpledged assets in excess of $2 billion at March 31, 1992. This is also an existing source of easily accessible liquidity. The investment portfolio includes securities which are liquid by virtue of proceeds from approaching maturities and amortization payments, and a high degree of marketability. Depositors within Old Kent's defined markets are another source of liquidity, as are the national capital markets. Old Kent may also access funding via the federal funds markets, utilize collateralized borrowings, or make use of brokers to place large deposit instruments when advantageous. The Corporation may also issue short-term or long-term, public or private, debt instruments. During the first quarter of 1992, Old Kent filed, and had ordered effective, a "shelf" registration with the Securities and Exchange Commission which registered up to $150 million in debt securities for future sale. This filing enhanced liquidity by enabling the Corporation to sell its debt securities in the public markets in the future without the delays which would otherwise be incurred.

The Corporation's asset/liability management goal is to limit the interest rate sensitivity of the balance sheet. Within this framework, certain assets and liabilities are managed to minimize the effect of significant fluctuations in interest rates on net interest income. These activities include regular reassessments of the Corporation's investment securities portfolio. This encompasses sales of financial instruments contained in the portfolio for the purpose of liquidity management, optimization of investment returns, and management of interest rate risk. During the quarter ended March 31, 1992, the Corporation purchased investment securities having a total value of $777 million and sold securities for proceeds of $301 million. The principal purpose of these transactions was to limit Old Kent's sensitivity to changes in interest rates by maintaining the average maturity of the investment portfolio at desired levels. At March 31, 1992 and December 31, 1991, the average maturity of the investment securities portfolio was 3.5 years.

Old Kent recognized $4.0 million in net gains from sales of investment securities during the first quarter of 1992. This compares to $0.4 million for the same period in 1991. At March 31, 1992, the net unrealized gains in the investment securities portfolio was $60.7 million compared to $134.2 million at December 31, 1991. The principal reason for the decrease in net unrealized gains from December 31, 1991 to March 31, 1992 was an increase in longer term interest rates.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS -- Continued

RESULTS OF OPERATIONS FOR THE QUARTERS ENDED MARCH 31, 1992 AND 1991

Primary net income per common share was $.92 for the first three months of 1992 compared to $.84 a year earlier. Fully diluted net income per common share increased from $.81 in 1991 to $.89 in 1992 for the three months ended March 31 of each year. During the first quarter of 1992, the Corporation repurchased 1,490,276 of its common its common shares. This had the effect of improving fully diluted net income per common share.

	Fully diluted net income per share for three months ended March 31,	
	1992	1991
Estimated fully diluted earnings per share without stock repurchase	$0.87	$0.81
Estimated effect of stock repurchase	0.02	--
Fully diluted net income per share, as reported	$0.89	$0.81

Net interest margin, defined as taxable-equivalent net interest income as a percentage of average earning assets, was 4.53% for the first quarter of 1992 compared to 4.43% for the first quarter of 1991. The underlying cause for this improvement was a decrease in the cost of interest-paying liabilities which was greater than the decline in yield on total interest-earning assets.

The fully taxable-equivalent yield on total average interest-earning assets was 8.74% for the first quarter of 1992, compared to 10.20% for the same quarter of 1991. The reduction in yield is primarily due to the effects of a generally lower interest rate environment during the first quarter of 1992 as compared to the same prior year period. The decline in yield is partly due to a change in the composition of interest-earning assets. Investment securities, which generally earn interest at rates lower than those of loans, also represented a greater proportion of total interest-earning assets during the first quarter of 1992 than in that quarter of 1991.

The cost of interest-paying liabilities was 4.85% for the first quarter of 1992, compared to 6.63% for the same quarter of 1991. The reduction in cost of interest-paying liabilities is primarily due to the effects of the lower interest rate environment and the monetary policies of the Federal Reserve System.

The provision for loan losses increased by $7.3 million for the first quarter of 1992 over that quarter of 1991. Net loan charge-offs increased by $1.6 million in comparing those same periods.

(Dollars in thousands)	For three months ended March 31, 1992	1991
Provision for loan losses	$15,208	$7,907
Net loan charge-offs	6,200	4,632
Net charge-offs as an annualized percent of average loans	0.49%	0.35%

Old Kent strengthened its allowance for loan losses to $96.0 million, or 1.91% of loans at March 31, 1992 from $87.0 million, or 1.70% of loans at December 31, 1991. This action resulted from the Corporation's continuous reassessment of the credit quality of its loan portfolio and from its recognition of a continued weak economic environment, one in which management believes a higher level of allowance is prudent.

Nonperforming assets consist of loans, on which the accrual of interest has been discontinued, loans which have been renegotiated to less than market terms due to a serious weakening of the borrower's financial condition, and other real estate which has been acquired primarily through foreclosure and is awaiting disposition. At March 31, 1992, Old Kent's nonperforming assets represented 1.23% of total assets and 2.19% of total loans compared to 1.25% and 2.16% respectively at December 31, 1991.

Other income, which includes trust fees, service charges and other non-interest income, increased $7.1 million, or 27.3%, in the first quarter of 1992 compared to 1991. Excluding the effect of gains on investment securities transactions, the increase amounts to $3.5 million, or 13.5%. A $0.4 million decrease in trust fees was offset by a $0.3 million, or 5.8%, increase in service charges on deposit accounts. Pricing adjustments implemented during the twelve months preceding March 31, 1992 aimed at defraying increased deposit insurance levies by the FDIC were the primary factors for this increase. Other revenue increased by $3.5 million, or 32.6%, principally due to increased volumes in Old Kent's mortgage banking activities.

	For three months ended March 31,	
	1992	1991
Residential mortgage banking volumes (in millions):		
Residential mortgage loans originated by Old Kent	$332	$115
Residential mortgage loans sold by Old Kent	282	119
Mortgage banking revenues (in thousands):		
Mortgage loan servicing revenue	$1,611	$1,057
Gains on sales of residential mortgages	4,094	1,411
Total	$5,705	$2,468

The slight decrease in trust fees referred to above resulted from Old Kent's sale of a marginally profitable business line -- trust accounting for other providers of trust services.

	For three months ended March 31,	
	1992	1991
Trust Income (in thousands):		
Trust fee income, as reported	$8,629	$8,999
Less amount attributable to trust processing activities	--	439
Trust fee income attributable to continuing trust activities	8,629	8,560

Total other expense, which includes salaries and benefits, occupancy, equipment, and other operating expenses, increased $4.5 million, or 6.7%, for the first quarter of 1992 compared to that quarter of 1991.

Salaries and employee benefits increased by $0.5 million, or 1.6%, in comparing the first quarters of each year. Occupancy expense declined slightly in comparing the first quarter of 1992 to 1991. Equipment expenses decreased by $0.3 million, or 6.0%.

Deposit insurance assessments by the Federal Deposit Insurance Corporation (FDIC) increased by $0.8 million or 24.7%, in comparing the first quarters of 1992 and 1991, as an 18% increase in rates was instituted by the FDIC effective July 1, 1991.

Other operating expenses increased by $3.5 million, or 16.0% in comparing the first quarter of 1992 to 1991. The following summarizes the more significant increases in the components of other operating expenses.

For the quarter ended March 31 (in thousands):	1992	1991	Increase or (Decrease)
Legal and other professional fees	$3,823	$2,973	$850
Postage and shipping	2,089	2,167	(78)
Supplies	1,793	1,816	(23)
Credit card interchange expense	1,774	1,181	593
Special charge for subsidiary & operational consolidations	1,200	--	1,200
All other operating expenses as a group	14,430	13,516	914
Total other operating expenses	$25,109	$21,653	$3,456

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS -- Continued

The increase in legal and professional fees shown above is due to an increase in the level of usage of such professionals in matters involving loan quality. The increase shown for credit card interchange expense relates to a widened base of credit card transactions.

The special $1.2 million charge shown above for the first quarter of 1992 is for estimated costs associated with consolidation of operational activities within the Corporation's finance and accounting functions. Old Kent continues to explore opportunities to optimize operational efficiency.

The provision for federal income taxes increased by $2.5 million for the first quarter of 1992 as compared to the first quarter of 1991. The effective tax rate for the first quarter of 1992 was 32.6% as compared to 29.6% for the prior year's first quarter. The increase in the effective tax rate is largely due to a decrease in the level of tax-exempt interest income.

PENDING ACQUISITIONS

Pending at March 31, 1992 is Old Kent's acquisition of five banking offices located in the Lansing, Michigan area, and their related deposits of approximately $66 million, from a federal savings bank headquartered in Ann Arbor, Michigan. This transaction is subject to regulatory approvals and other conditions, and is expected to be completed in mid-1992. This transaction will be accounted for as a purchase at a price which is not expected to exceed $6 million.

On April 30, 1992, the Corporation entered into an agreement under which it would acquire University Financial Corporation, located in Elgin, Illinois. University Financial Corporation is a thrift holding company which owns First Federal of Elgin F.S.A.. At March 31, 1992, First Federal had total assets of $277 million and five banking offices. Old Kent will pay cash, in a transaction to be accounted for as a purchase, for all of the common stock of University Financial Corporation. Subject to regulatory approvals and other conditions, this transaction is expected to be completed by December 31, 1992.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

The registrant's annual meeting of shareholders was held on April 20, 1992. At that meeting, in addition to the election of directors and procedural matters, the shareholders considered and voted upon three proposals. All three proposals were approved by the following votes.

	VOTES CAST		
	For	Against	Abstain
To approve the Restricted Stock Plan of 1987	20,120,498	1,780,397	230,288
To approve the Deferred Stock Compensation Plan of 1989	19,577,490	2,282,296	271,397
To approve the Stock Option Incentive Plan of 1992	20,051,912	1,822,020	257,251

The descriptions of those proposals, which are contained in the registrant's definitive proxy statement for its April 20, 1992 annual meeting, are here incorporated by reference.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

An Index to Exhibits has been provided following the signatures to this report.

(b) Reports on Form 8-K:

A Form 8-K was filed on March 4, 1992. The report was filed for the purpose of filing the registrant's financial statements as of and for the periods ending December 31, 1991, and its management's discussion and analysis relating to those financial statements.

The following items were reported:
Item 5 - Other Information
Item 7 - Exhibits and Financial Statements

Financial Statements
Report of Independent Public Accountants
Consolidated Balance Sheets- December 31, 1991 and 1990
Consolidated Statements of Income for each of the three years in the period ended December 31, 1991
Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 1991
Consolidated Statements of Shareholders' Equity for each of the three years in the period ended December 31, 1991
Notes to Consolidated Financial Statements

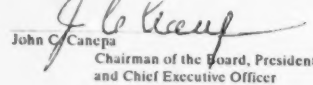
Exhibits
Consent of Arthur Andersen & Co.
Management's discussion and analysis of financial condition and results of operations

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

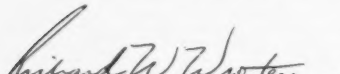
OLD KENT FINANCIAL CORPORATION

Date: May 13, 1992



John C. Canepa
Chairman of the Board, President and Chief Executive Officer

Date: May 13, 1992



Richard W. Wroten
Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OLD KENT FINANCIAL CORPORATION

Date: May 13, 1992

/s/ John C. Canepa
John C. Canepa
Chairman of the Board, President and Chief Executive Officer

Date: May 13, 1992

/s/ Richard W. Wroten
Richard W. Wroten
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit	Page Number
11 Statement of Earnings per Share	16

EXHIBIT 11

OLD KENT FINANCIAL CORPORATION

EARNINGS PER SHARE CALCULATIONS - PRIMARY AND FULLY DILUTED

	Three Months Ended March 31	
	1992	1991
PRIMARY		
NET INCOME	$24,580,000	$22,415,000
Deduct dividends on preferred stock	- 0 -	- 0 -
INCOME FOR PRIMARY E.P.S. CALCULATION	$24,580,000	$22,415,000
Average common shares outstanding	26,508,042	26,619,806
Common stock equivalents	193,970	114,091
SHARES FOR PRIMARY E.P.S. CALCULATION	26,702,012	26,733,897
PRIMARY E.P.S.	**$0.92**	**$0.84**
FULLY DILUTED		
NET INCOME	$24,580,000	$22,415,000
Add back interest on convertible debt (net of income tax)	393,000	609,000
INCOME FOR FULLY DILUTED E.P.S. CALCULATION	$24,973,000	$23,024,000
Average common shares outstanding	26,508,042	26,619,806
Common stock equivalents	201,837	122,096
Additional common shares issuable to debt holders	1,368,084	1,838,039
SHARES FOR FULLY DILUTED E.P.S. CALCULATION	28,077,963	28,579,941
FULLY DILUTED E.P.S.	**$0.89**	**$0.81**